

DONNELLEY FINANCIAL SOLUTIONS

Company Policy

Title:	Policy on Confidential Information, Customer Information and Taking of Customer Property	Policy Number:	ICI-LG-704
Department:	Legal	Supersedes:	N/A
Date:	February 28, 2020	Authorization:	General Counsel

Purpose:

This policy governs the use of confidential and proprietary information of the Company and third parties, including customers and suppliers and sets forth the prohibition against the taking of customer property.

Policy:

Each of us in the course of performing our job may be exposed to information that is either confidential or proprietary to the Company or to a third party, such as a customer or vendor. No employee, director or other person learning of confidential or proprietary information in his or her work for the Company may use this information for anything other than the performance of his or her job, and may never use this information for personal gain.

“Confidential Information” means information that has not been made available generally to the public by its owner (the Company, a customer, or a vendor), information that is useful or of value to the Company’s current or anticipated business or development activities or those of a customer or supplier of the Company, or information that has been identified as confidential by the Company or has been maintained as confidential from outside parties and is recognized as intended for internal disclosure only.

In addition, furnished raw materials, in process goods, rejected and /or finished goods are customer or Company property. Employees may not remove products, whether finished, in process, or rejected, from any Company facility, except for authorized business with the customer, nor may employees use such products, goods or customer or Company property for any purpose other than the performance of their jobs.

Applicability:

All domestic and international Donnelley Financial Solutions departments, divisions and wholly owned, majority owned, or controlled subsidiaries.

Procedures:

A. *Company Confidential Information*

1. As a general rule, information which is confidential or proprietary to the Company should be shared only with other employees who are involved in or necessary to the matter or project to which the information relates (have a "*need to know*"), and with only those third parties who have executed confidentiality agreements with the Company or who, by the nature of their professions and engagement, have an obligation of confidentiality to the Company (such as accountants and attorneys). Company confidential information includes (but is not limited to) information regarding acquisitions, joint ventures and investments under consideration; restructurings; new products or services under development; financial results or projections not yet public, including information relating to undeclared dividends; new contracts for the sale of services or purchase of equipment or materials;; securities offerings, stock splits or other changes in capitalization under consideration; changes in senior management; changes in auditors; unpatented inventions;; marketing, manufacturing, organizational research and development, and business plans;; sales forecasts; human resources information (including the identity of Donnelley Financial employees, their responsibilities, competence and abilities, and compensation); personal information; or medical information about employees or former employees, current and prospective customer lists and information on customers or their employees. While we are all employees of the Company, it is important to remember that not all of us have or need access to confidential information to do our jobs. Discussions held in the cafeteria, in the elevators or in social settings may result in unnecessary or inadvisable disclosures in violation of our policies.
2. Similarly, Company information should not be disseminated to third parties through responses to customer inquiries or general information requests or the completion of surveys, unless the information sought is generally available to the public. Should a customer or prospect require the Company to complete a survey or information request including anything other than public information in order to become a qualified bidder, please check with the Legal Department to assure that a satisfactory confidentiality agreement can be executed prior to disclosing confidential information.

B. *Disclosures of Company Confidential Information*

1. No employee may ever discuss or otherwise disclose material, nonpublic Company information to any person outside the Company except in accordance with pre-approved procedures described in this Policy, the *Financial Disclosure Policy* or under an approved non-disclosure or confidentiality agreement. In addition, the Securities and Exchange Commission and Nasdaq Stock Market impose special requirements regarding disclosure of Company information to financial analysts, investment bankers, brokers, shareholders and perspective investors. The only employees authorized to discuss any Company matters with these persons are the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Head of Investor Relations and designated members of the Corporate Communications staff.
2. Earnings and earnings estimates should never be discussed with third parties unless such discussions are held in compliance with written policies established by the Chief

Financial Officer or the Head of Investor Relations.

3. If a securities industry professional, Company shareholder, government official or member of any media contacts you seeking information, comments or opinions, you should direct them to Investor Relations.

C. Customer Confidential Information and Customer Property.

1. Information. It is imperative that our customers' material in our possession be treated with the utmost regard for its confidentiality, including when Donnelley Financial Solutions is the customer. This includes the content of as yet unpublished material (whether in electronic, digital or printed form) as well as counts, schedule and plans of our customers or prospects for new or altered distribution, marketing or products. This includes controlling advance copies of material as well as content in production. Our practices apply equally to all of our businesses, and our legal risk and the risk to our reputation similarly relate to all of our businesses.
2. Property. Raw materials, in-process goods and finished product (even if rejected by a customer) are the property of either the Company or its customers. Employees may not remove these from any Company facility, except for authorized business with the customer, nor may employees use such materials, goods or products for any purpose other than the performance of their jobs.

D. Consumer Privacy

We receive information and data regarding consumers in connection with services we provide to customers. It is our policy to comply with all laws and regulations in effect that govern the use and publication of consumer data. All consumer information must be treated as strictly confidential.

E. Third Party Confidential Information

1. From time to time, a third party furnishes information to the Company which it considers confidential or proprietary. This could include information received from a supplier relating to a new service or product, information from a developer of software, or information regarding a competitor or other third party that might be selling its assets or business. Typically, information of these types is not furnished to the Company without the Company entering into a confidentiality agreement covering its use and return, and typically these agreements (i) limit the number or role of the Company employees entitled to review the data, (ii) limit the uses to which the information can be put, and (iii) require the control (including limitations on copying) and ultimate return or destruction of the information. There may be other provisions specific to a particular confidentiality agreement as well, such as a restriction on hiring employees of the company that is disclosing confidential information in a business sale situation. If any Company employee receives information subject to an executed confidentiality agreement, he or she is bound by and must adhere to the agreement. It is advisable that in distributing any confidential information which is subject to a confidentiality agreement, it be noted that the material is subject to terms and conditions limiting its reproduction, use and further distribution so as to make everyone aware of their obligations.

2. In some cases, particularly with possible acquisitions and joint ventures, the very fact that the Company is in discussions with the other company is considered confidential information. It is imperative that this information be kept confidential and on a "need to know" basis.

F. Insider Trading

1. The general rule is that "*insiders*" who know important information about the Company, its customers, or others, which is not generally known to the public, should not take advantage of such information by (a) trading in securities (publicly listed stock and debt securities or publicly traded options on the foregoing) issued by the Company, its customers or others, or (b) aiding others to trade in such securities.
2. An insider may not buy or sell securities on the basis of material information which has not been disclosed to the public. An employee of the Company may become an "*insider*" of a customer, supplier or other entity having a special relationship to the Company because such individual has obtained, through his or her employment with the Company or in serving as a Director of the Company, confidential information about such customers, suppliers or others. For more information on insider trading and trading in Company securities, see the *Insider-Trading and Window Period Policy*.
http://inside.dfscsco.net/insideDFS/ documents/employee_center/human_re sources/policies/legal/insider trading and window period policy.pdf
3. Insider trading laws restrict trading in the securities of companies which are or have been reviewed by the Company as acquisition, joint venture or investment candidates, which are being considered for significant contractual relationships, or which have revealed to our Company plans for acquisitions, financings or other transactions that may be undisclosed material information of those companies. This could include customers, suppliers, business partners and other third parties.

G. Securing Confidential Information.

Each Company facility, whether a sales, production or administrative location, is responsible for developing and implementing detailed security procedures appropriate to the type and sensitivity of the confidential information it handles. In general, the following procedures will be observed:

Lockable Facilities. Facilities which handle confidential information shall provide secure, lockable facilities. When not in use, the information shall be stored in locked areas. Access to such areas shall be restricted to authorized personnel.

Restricted Areas. At times, it will be appropriate to establish restricted areas at certain Company facilities, such as places where software is being developed, equipment modifications are being made or tested, a special job is being handled for a customer, or sweepstakes or coupons are being produced or compiled. These areas should be kept off-limits to unauthorized employees and visitors.

Removal. Confidential information may not be taken from a Company facility, except when necessary to conduct authorized business with a customer, vendor or other business partner.

Data Security. Confidential information that is stored electronically shall be secured as required by Donnelley Financial Solutions Information Security Policy and Electronic Information and System Use Policy.

Visitors. Visitors to Company facilities (including employees from other locations) shall register with the reception desk and wear a visitor's badge or pass. Visitors who are not Company employees must be escorted by a Company employee at all times while on Company premises.

Secure Disposal. Subject to the terms of any agreement we may have entered into, confidential information that is no longer needed shall be destroyed in a secure manner or returned to the customer, vendor or business partner that supplied it to us.